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December 4, 2009

**VIA E-FILING**

Charles L. A. Terreni, Esquire  
Chief Clerk and Administrator  
South Carolina Public Service Commission  
101 Executive Center Drive  
Columbia, SC 29210

RE: Joint Petition for Authority for OPEX Communications, Inc. to Acquire  
Certain Assets of Total Call International, Inc.  
Docket No.:

Dear Mr. Terreni:

Enclosed please find for filing an Application of OPEX Communications, Inc. for Authority to Acquire Certain Assets of Total Call International, Inc. By copy of this letter, I am serving the Office of Regulatory Staff.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Sincerely,

Elliott & Elliott, P.A.



Scott Elliott

SE/jcl  
Enclosures

cc: C. Dukes Scott, Esquire w/enc.  
Lance J.M. Steinhart, Esquire

**STATE OF SOUTH CAROLINA  
BEFORE THE SOUTH CAROLINA PUBLIC SERVICE COMMISSION**

<b>Joint Petition For Authority For</b>	)	
<b>OPEX Communications, Inc.</b>	)	<b>Docket No.</b> _____
	)	
<b>To Acquire Certain Assets of</b>	)	
<b><u>Total Call International, Inc.</u></b>	)	

**JOINT PETITION FOR APPROVAL TO ACQUIRE ASSETS AND REQUEST FOR  
EXPEDITED APPROVAL**

NOW COMES OPEX Communications, Inc. (“OPEX”) and Total Call International, Inc. (“Total Call”) (OPEX and Total Call sometimes collectively referred to herein as the “Parties”), by and through their attorney, pursuant to the rules and regulations of the South Carolina Public Service Commission (“Commission”), and hereby request that the Commission approve the acquisition by OPEX of a portion of the telecommunications customer base of Total Call and to grant such relief on an expedited basis to allow for the consummation of the transaction without undue delay. Expeditious approval of this Joint Petition will allow OPEX to promptly assume responsibility for the provision of telecommunications services to the affected South Carolina customers and bestow the benefit to such customers from this transaction. The Parties therefore respectfully request that the approval of this Joint Petition be granted on an expedited basis and not later than January 15, 2010.

**I. The Applicants**

**A. OPEX Communications, Inc.**

OPEX Communications, Inc. is an Illinois corporation with its principal offices located at 707 Wilshire Boulevard, 12<sup>th</sup> Floor, Los Angeles, California 90017. OPEX is a wholly owned subsidiary of Total Call. OPEX is authorized to provide interexchange telecommunications services in Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maryland,

Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, Wisconsin and Wyoming.

OPEX primarily provides one plus long distance services to both residential and business customers. OPEX also has authority to provide domestic interstate and international services pursuant to FCC rules and regulations.

OPEX was issued a Certificate of Public Convenience and Necessity to Operate as a Reseller of Interexchange Telecommunications Services on February 22, 1999 in Docket No. 98-471-C. (OPEX was formerly known as PremierCom, Inc. and changed its name to OPEX Communications, Inc. on September 27, 1999).

#### **B. Total Call International, Inc.**

Total Call International, Inc. is a California corporation with principal offices located at 707 Wilshire Blvd., 12th Floor, Los Angeles, CA 90017. Total Call is authorized to provide, and is currently providing, telecommunications services in Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Iowa, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Missouri, Minnesota, Mississippi, Montana, Nevada, New Hampshire, New Jersey, New Mexico, New York, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin and Wyoming. Total Call primarily provides prepaid calling card services but also has a customer base of one plus long distance customers. Total Call also has authority to provide domestic interstate and international services pursuant to FCC rules and regulations.

Total Call provides long distance telecommunications service both through the sale of

prepaid calling cards, and through the sale of one plus long distance service. Total Call will be transferring its one plus long distance customers to OPEX, but not its prepaid calling card customers.

Total Call was issued a Certificate of Public Convenience and Necessity to Operate as a Reseller of Interexchange Telecommunications Services on May 6, 2002 in Docket No. 2001-130-C.

## **II. Designated Contact**

The designated contact for questions concerning this Joint Petition is as follows:

Lance J.M. Steinhart  
Lance J.M. Steinhart, PC  
1720 Windward Concourse  
Suite 115  
Alpharetta, Georgia 30005  
Telephone: 770/232-9200  
Facsimile: 770/232-9208

Local Counsel:  
Scott Elliott, Esq.  
Elliott & Elliott, P.A.  
721 Olive Street  
Columbia, SC 29205  
Telephone: 803/771-0555  
Facsimile: 803/771-8010

## **III. The Transaction**

Pursuant to the Agreement between OPEX and Total Call, Total Call will transfer its one plus long distance customers to OPEX.

After the closing, OPEX will provide telecommunications services to Total Call's customers pursuant to its own telecommunications authorizations. After consummation of the transactions, Total Call will retain its telecommunications authorizations in order to continue to provide telecommunications services apart from the business being transferred to OPEX. Total Call does not seek to surrender its authorization. The Parties also are not requesting permission to adopt Total Call's existing tariff. OPEX will amend its existing tariff to establish rates, terms, and conditions identical to those in the Total Call's tariff for the purchased customers, thus providing a seamless transaction for existing customers of Total Call.

The proposed transfer of customers to OPEX will have no adverse impact on customers. Total Call's customers will continue to receive their existing services at the same rates, terms, and conditions that they have prior to the transfer and any future changes in the rates, terms, and conditions of service will be made consistent with Total Call's regulations. To avoid customer confusion and ensure a seamless transition, the Parties will provide advance written notice to the affected customers at least thirty (30) days prior to the transfer, explaining the change in service provider in accordance with applicable Commission and state regulations for changing a customer's presubscribed carrier. A copy of the sample notice of the transfer is attached as EXHIBIT A.

#### **IV. Public Interest Analysis**

The transaction contemplated by the Agreement will serve the public interest. OPEX is a strong company that will continue to provide high quality services to Total Call's customers. The transfer of Total Call's long distance customer base will strengthen OPEX, enable it to expand and better ensure that it remains a viable long-term competitor in the telecommunications market.

The proposed transfer does not present any competitive issues. The Parties note that there are a number of other carriers operating in each market, including the incumbent carrier, which controls a substantial market share.

Further, OPEX has extensive experience offering interexchange telecommunications services. Consequently, the former Total Call customers will continue to receive these services from an experienced and qualified carrier. These customers will also be given sufficient notification of the proposed transaction and their rights. As such, the Parties anticipate that customers will experience a seamless transition of service provider.

Approval of the Joint Petition will serve the public interest by strengthening the competitive position of OPEX without negatively impacting either Total Call customers or competition in the markets in which the Parties operate.

## V. Expedited Treatment Requested

The Parties hereby respectfully requests that this Joint Petition be considered on an expedited basis.

WHEREFORE, Total Call and OPEX, for the reasons stated in this Joint Petition, respectfully request that the Commission approve the transfer of Total Call's long distance customer base to OPEX as described herein.

OPEX Communications, Inc.

Total Call International, Inc.

By:



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Lance J.M. Steinhart  
Lance J.M. Steinhart, PC  
1720 Windward Concourse, Suite 115  
Alpharetta, Georgia 30005  
(770) 232-9200

and



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Scott Elliott  
721 Olive Street  
Columbia, SC 29205  
(803) 771-0555

December 4, 2009

*Attorneys for Applicant*

**EXHIBIT A**

Notice to Customers

## **IMPORTANT INFORMATION REGARDING YOUR LONG DISTANCE SERVICE**

### **INFORMATION ONLY AND NO ACTION IS REQUIRED**

Dear Customer,

[DATE]

In order to serve you better, Total Call International, Inc. ("TCI") will be transferring your long distance telecommunications account to its subsidiary, OPEX Communications, Inc. ("OPEX"). OPEX will continue to provide you the same exceptional level of long distance and customer service that you have been receiving from TCI. On approximately December 31, 2009, OPEX will officially become your long distance service provider.

#### **What does this mean?**

No action is required on your part and your service will not be interrupted due to this transfer. As an OPEX customer, you will continue to receive the same service at the same rates, terms and conditions that you have been receiving from TCI. Though you have the right to select a different carrier at any time, OPEX hopes to continue providing you excellent long distance service. If you have a preferred carrier freeze on your account and have not selected a different carrier before the transfer date, you will be transferred to OPEX. Any existing preferred carrier freezes on the services involved in the transfer will be lifted, and you must contact your local service provider to arrange a new freeze.

#### **Will I be charged for this change?**

There will be no charge or fee from TCI or OPEX as a result of your account transfer. However, if an inaccuracy in your billing does occur, or if you are notified of any charges being assessed by another carrier for your account transfer to OPEX, please contact OPEX for a credit.

If you have any questions regarding this information or concerns with respect to service needs, complaints, or billing issues, please contact OPEX at our toll-free number: [NUMBER]. However, prior to the transfer date, TCI will continue to be responsible for answering any questions and complaints received and can be contacted toll-free at: [NUMBER]. We thank you for your patronage and OPEX looks forward to serving your future long distance telecommunication needs.

[SIGNATURE]

Mark Leafstedt  
Chief Executive Officer  
Total Call International and OPEX

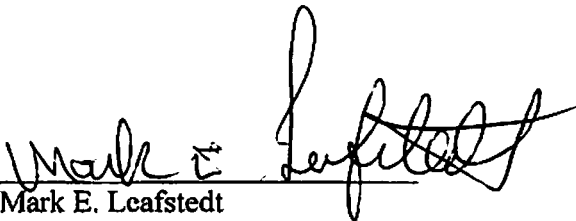


State of California       )  
                                      )  
County of Los Angeles    )

**VERIFICATION**

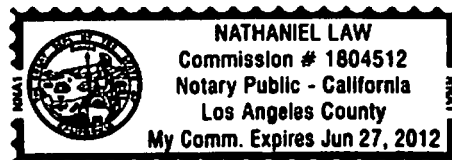
I am authorized to represent OPEX Communications, Inc. and to make this verification on its behalf.

The statements in the foregoing document are true of my own knowledge, except as to matters which are herein stated on information and belief, and as to those matters, I believe them to be true.

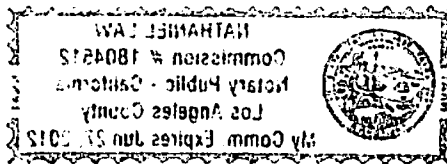
  
\_\_\_\_\_  
Mark E. Leafstedt  
Chief Executive Officer

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of November, 2009.

  
\_\_\_\_\_  
Notary Public



RECEIVED NOV 16 2009 *mc*



## CERTIFICATE OF SERVICE

The undersigned employee of Elliott & Elliott, P.A. does hereby certify that she has served below listed parties with a copy of the pleading(s) indicated below by mailing a copy of same to them in the United States mail, by regular mail, with sufficient postage affixed thereto and return address clearly marked on the date indicated below:

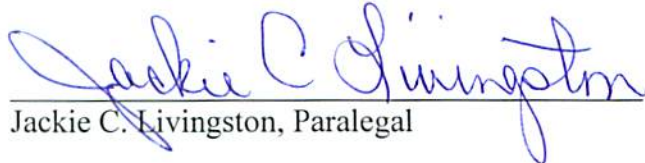
RE: Joint Petition for Authority for OPEX Communications,  
Inc. to Acquire Certain Assets of Total Call International,  
Inc.

DOCKET NO.:

PARTIES SERVED: C. Dukes Scott, Esquire  
Office of Regulatory Staff  
PO Box 11263  
Columbia, SC 29211

PLEADING: APPLICATION

December 4, 2009

  
Jackie C. Livingston, Paralegal